

F14000001338

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

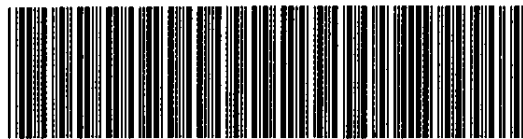
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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Midland States Bank

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Daphne McCormack

Name of Person

Midland States Bank

Firm/Company

1201 Network Centre Drive

Address

Effingham IL 62401

City/State and Zip code

dmccormack@midlandsb.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Douglas Tucker

Name of Person

at (217) 342-7566

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 10, 2014

DAPHNE MCCORMACK
1201 NETWORK CENTRE DRIVE
EFFINGHAM, IL 62401

SUBJECT: MIDLAND STATES BANCORP, INC
Ref. Number: W14000008667

We have received your document for MIDLAND STATES BANCORP, INC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Corporate Name Approval Request" form to be completed and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Institutions, resubmit the document and the approval letter to the Division of Corporations for filing. The Office of Financial Institutions' phone number is 850-410-9800.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 214A00003005



FLORIDA OFFICE OF FINANCIAL REGULATION

DREW J. BREAKSPEAR
COMMISSIONER

March 6, 2014

Mr. Douglas Tucker
1201 Network Centre Drive
Effingham, IL 62401

Re: Midland States Bancorp, Inc.

Dear Mr. Tucker:

Reference is made to your recent letter requesting approval of the above referenced name, which is the bank holding company for Midland States Bank, a state member bank located in Effingham, Illinois.

As Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banco," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner in its corporate name.

Therefore, this Office will not object to the use of the above referenced name being registered to transact business in the state of Florida. However, this correspondence is not intended to grant the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

Robert D. Hayes
Director

RDH:bk

cc: Brenda Tadlock, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Midland States Bank, Inc

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

Midland States Bank

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Illinois

(State or country under the law of which it is incorporated)

3.

(FEI number, if applicable)

4. 10/25/2010

(Date of incorporation)

5.

Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 03/01/2013

(Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1201 Network Centre Drive Effingham IL 62401

(Principal office address)

1201 Network Centre Drive Effingham IL 62401

(Current mailing address)

8. Administer settlement trusts from personal injury awards

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 1200 South Pine Island Rd

Plantation, Florida 33324 (City) (Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By:

Rachel Glasheen signature

NRAI Services, Inc.

(Registered agent's signature)

Rachel Glasheen, VP & Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: John Schultz
Address: 1201 Network Centre Drive
Effingham IL 62401

Vice Chairman: Leon Holschbach
Address: 1201 Network Centre Drive
Effingham IL 62401

Director: Robert Schultz
Address: 1201 Network Centre Drive
Effingham IL 62401

Director: Q. Anthony Siemer
Address: 1201 Network Centre Drive
Effingham IL 62401

B. OFFICERS

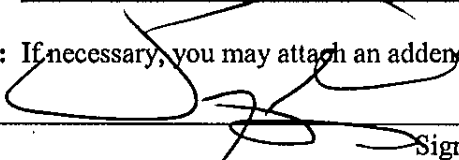
President: Leon Holschbach
Address: 1201 Network Centre Drive
Effingham IL 62401

Vice President: Jeffrey Ludwig
Address: 1201 Network Centre Drive
Effingham IL 62401

Secretary: Douglas Tucker
Address: 1201 Network Centre Drive

Treasurer: Michael Karibian
Address: 1201 Network Centre Drive Effingham IL 62401

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Douglas Tucker Sr. V.P. Corporate Counsel
(Typed or printed name and capacity of person signing application)

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DIRECTORS

Jeffrey Smith
1201 Network Centre Drive
Effingham IL 62401

Richard Ramos
1201 Network Centre Drive
Effingham IL 62401

Thomas Shaw
1201 Network Centre Drive
Effingham IL 62401

Jerry McDaniel
1201 Network Centre Drive
Effingham IL 62401

Dwight Miller
1201 Network Centre Drive
Effingham IL 62401



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State of Illinois
Department of Financial and Professional Regulation
Division of Banking

Date: March 12, 2014

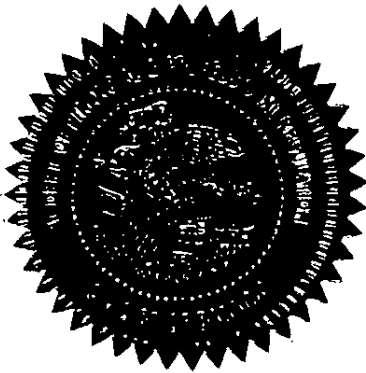
Certificate

I, **MARC A. EDWARDS**, do hereby certify that, according to the records maintained by the Illinois Department of Financial and Professional Regulation, Division of Banking, **MIDLAND STATES BANK, EFFINGHAM COUNTY, EFFINGHAM, ILLINOIS**, has held and continues to hold authority to do a general banking business as provided by the Illinois Banking Act and as permitted by its charter.

IN TESTIMONY WHEREOF, I hereby subscribe
my name.

DEPARTMENT OF FINANCIAL AND
PROFESSIONAL REGULATION of the
State of Illinois;
MANUEL FLORES, ACTING SECRETARY

DIVISION OF BANKING



Marc A. Edwards

Marc A. Edwards, Manager
Bank and Thrift Supervision - Springfield